

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND SENSUS PRECISION DIE CASTING INC. DISALLOWING
AND EXPUNGING PROOFS OF ADMINISTRATIVE EXPENSE
CLAIM NUMBERS 19797, 19798, 19799, 19800, AND 19802

("SUPPLEMENTAL REPLY REGARDING DUPLICATE CLAIMS
OF SENSUS PRECISION DIE CASTING INC.")

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), and Sensus Precision Die Casting Inc. ("Sensus," or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Sensus Precision Die Casting Inc. Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 119797, 19798, 19799, 19800, And 19802 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi LLC, Delphi Automotive Systems, LLC, Delphi China LLC, Delphi Automotive Systems Overseas Corporation, and Delphi Automotive Systems International, Inc., former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19797 ("Claim 19797") asserting an administrative claim against Delphi LLC in the amount of \$1,119,135.77 stemming from goods sold.

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19798 ("Claim 19798") asserting an administrative claim against Delphi in the amount of \$1,119,135.77 stemming from goods sold.

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19799 ("Claim 19799") asserting an administrative claim against Delphi China LLC in the amount of \$1,119,135.77 stemming from goods sold.

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19800 ("Claim 19800") asserting an administrative claim against Delphi Automotive Systems Overseas Corporation in the amount of \$1,119,135.77 stemming from goods sold.

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19801 ("Claim 19801") asserting an administrative claim against Delphi Automotive Systems LLC ("DAS LLC") in the amount of \$1,119,135.77 stemming from goods sold.

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19802 ("Claim 19802," together with Claim 19797, Claim 19798, Claim 19799, and Claim 19800, the "Claims") asserting an administrative claim against Delphi Automotive Systems International, Inc. in the amount of \$1,119,135.77 stemming from goods sold.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 19, 2010, Sensus filed the Response Of Sensus Precision Die Casting, Inc. To The Reorganized Debtors' Forty Third Omnibus Claims Objection (Docket No. 19515) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claims should be disallowed and expunged in their entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 19797 shall be disallowed and expunged in its entirety.
2. Claim 19798 shall be disallowed and expunged in its entirety.
3. Claim 19799 shall be disallowed and expunged in its entirety.
4. Claim 19800 shall be disallowed and expunged in its entirety.
5. Claim 19802 shall be disallowed and expunged in its entirety.

6. The Response with respect to the Claims is hereby deemed withdrawn with prejudice.

7. The Reorganized Debtors will not subsequently object to proof of administrative expense claim number 19801 on the basis that such Claim was asserted against Delphi Automotive Systems LLC rather than against Delphi LLC, Delphi Corporation, Delphi China LLC, Delphi Automotive Systems Overseas Corporation, or Delphi Automotive Systems International, Inc.

8. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors or the Reorganized Debtors.

9. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 21st day of September, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

/s/ George M. Cheever
George M. Cheever
K&L Gates LLP
Henry W. Oliver Building
535 Smithfield Street
Pittsburgh, PA 15222-2312

- and -

Eric T. Moser
K&L Gates LLP
599 Lexington Avenue
New York, New York 10222-6030

Attorneys for Sensus Precision Die Casting, Inc.

A.